



Code of Conduct for Board and Committee Members

Introduction

The Physical Fitness Association of Hong Kong, China is committed to conducting its affairs with integrity, honesty and fairness. In order to maintain public confidence and protect the public interest, the Board of Directors, Executive Committee and Specialized Committee members shall handle all matters impartially to ensure that the reputation of the Association will not be damaged by dishonesty, impropriety or corruption. Therefore, all members must strictly abide by the standards of conduct set out in this Code.

General Standards

1. Committee members should ensure that their actions do not damage the reputation of the Association.
2. Committee members should not do anything at any time or in any way that may jeopardize or undermine their personal integrity, impartiality, objectivity or ability to perform committee duties.
3. Committee members should abide by the rules and procedures of the Association, or the provisions and spirit of any regulations and orders issued by the Association regarding the performance of committee members' affairs.

Acceptance of Benefits

A. Gifts/souvenirs given to committee members in connection with their official positions

1. Gifts/souvenirs given to committee members in their official capacity (e.g. gifts/souvenirs given to committee members in their official capacity or when they attend a ceremony on behalf of the committee) shall be deemed gifts given to the committee.
2. Committee members shall handle gifts/souvenirs received in the above circumstances in accordance with the prescribed procedures.

B. Committee members receive funding due to their official positions

1. Committee members may receive funding from other individuals/organizations to perform official duties due to their status as directors, such as attending local/overseas conferences, product trial activities, etc. Such funding should be regarded as funding provided to the Committee and the Committee should consider whether to accept it.

2. The Committee should consider whether to accept funding based on the following general principles:
 - i. The funding received must be in the overall interest of the Association and will not bring shame to the Association;
 - ii. The Committee will not feel obliged to give the provider any preference or convenience in return; and
 - iii. The acceptance of funding will not give rise to an actual or perceived conflict of interest (e.g. the provider is a supplier/contractor bidding for a Committee contract).
3. If the committee decides to accept funding, it should select appropriate members to represent the committee at the funded activities.

C. Committee members accepting benefits in their personal capacity

1. If a Committee member accepts an advantage in his or her personal capacity, he or she may only consider accepting it if
 - i. The acceptance of the advantage will not affect the performance of his or her duties as a Committee member; and
 - ii. The Committee member will not feel obliged to give the provider any official preference or convenience in return.
2. If a Committee member finds it difficult to avoid giving a provider any favor or convenience in his or her official duties in return, he or she must refuse to accept the benefit.
3. If a committee member has doubts about whether to accept benefits, it is best to first conduct a "sunshine test" and seek the advice of the committee chairman/secretary. *(#In the sunshine test, the person concerned should ask himself whether he can talk openly about accepting benefits without reservation. If he feels uncomfortable about it, it means that the matter may violate the moral standards generally accepted by the public.)*

Acceptance of Hospitality

Committee members should not accept overly lavish or frequent entertainment from any person/organisation with whom the Committee has official dealings, which could cause embarrassment or loss of objectivity when considering matters related to or providing advice to such persons/organisations.

Provision of Benefits

When carrying out the affairs of the Association, committee members shall not directly or indirectly, through a third party, offer benefits to any director or employee of another company or organization, or any public official, in order to influence the

decision of that person or company in its business.

Conflict of Interest

A. Definition

A conflict of interest refers to a conflict or conflict between the personal interests of a committee member and the interests of the Association. "Private interests" refers to the financial and personal interests of the member himself and those related to him (including family members, relatives, personal friends, clubs and associations to which he belongs, and any person to whom he owes a favor or favour).

B. Dealing with Conflicts of Interest

Committee members must avoid any situation that would give rise to or be perceived as a conflict of interest (i.e., a conflict between their personal interests and the interests of the Association). Committee members must also not use their official positions or information obtained during the performance of their duties to seek benefits for themselves, their relatives, or other persons with whom they have a personal or social relationship, and should avoid any situation that would give rise to an actual or perceived conflict of interest. If committee members fail to avoid or declare conflicts of interest, they may be accused of partiality, abuse of power, or even corruption. Therefore, committee members must comply with the guidelines on the declaration of interests.

C. Committee members bidding for the Association's contracts

In principle, committee members should avoid signing any commercial contracts with the Association for the provision of goods or services in their personal names to prevent suspicion that committee members are using their public office to seek personal gain from the Association. If bidding for contracts is unavoidable, committee members must comply with the relevant guidelines governing possible conflicts of interest when bidding for Association contracts.

Use of Confidential or Proprietary Information

1. Committee members shall not use confidential or proprietary information obtained by virtue of their status for personal gain or to benefit any person or organization.
2. Committee members shall not disclose confidential or proprietary information of the Association to any person without authorization.

Utilization of Funds

1. Committee members shall use all funds of the Association in a prudent and responsible manner to safeguard the interests of the Association. When

approving funding for any plan/activity/expenditure item, they shall ensure that the item is applicable to the scope of funding and can achieve the purpose of the funding.

2. Committee members shall ensure that the procedures for purchasing goods/services and recruiting staff of the Association are open, fair and competitive.

Abuse of Committee Membership

Committee members must not abuse their official positions to seek personal or other benefits or to give preferential treatment to any person/organization.

Appendix

Extracts from the Prevention of Bribery Ordinance (Cap. 201, Laws of Hong Kong)

Section 9 - Corrupt transaction with agents

- (1) Any agent who, without lawful authority or reasonable excuse, solicits or accepts any advantage as an inducement to or reward for or otherwise on account of his –
 - (a) doing or forbearing to do, or having done or forborne to do, any act in relation to his principal's affairs or business; or
 - (b) showing or forbearing to show, or having shown or forborne to show, favour or disfavour to any person in relation to his principal's affairs or business,shall be guilty of an offence.
- (2) Any person who, without lawful authority or reasonable excuse, offers any advantage to any agent as an inducement to or reward for or otherwise on account of the agent's –
 - (a) doing or forbearing to do, or having done or forborne to do, any act in relation to his principal's affairs or business; or
 - (b) showing or forbearing to show, or having shown or forborne to show, favour or disfavour to any person in relation to his principal's affairs or business,shall be guilty of an offence.
- (3) Any agent who, with intent to deceive his principal, uses any receipt, account or other document –
 - (a) in respect of which the principal is interested; and
 - (b) which contains any statement which is false or erroneous or defective in any material particular; and
 - (c) which to his knowledge is intended to mislead the principal,shall be guilty of an offence.

- (4) If an agent solicits or accepts an advantage with the permission of his principal, being permission which complies with subsection (5), neither he nor the person who offered the advantage shall be guilty of an offence under subsection (1) or (2).
- (5) For the purposes of subsection (4) permission shall -
- (a) be given before the advantage is offered, solicited or accepted; or
 - (b) in any case where an advantage has been offered or accepted without prior permission, be applied for and given as soon as reasonably possible after such offer or acceptance,
- and for such permission to be effective for the purposes of subsection (4), the principal shall, before giving such permission, have regard to the circumstances in which it is sought.

Definition of an Advantage (Section 2)

“Advantage” means :

- (a) any gift, loan, fee, reward or commission consisting of money or of any valuable security or of other property or interest in property of any description;
- (b) any office, employment or contract;
- (c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- (d) any other service, or favour (other than entertainment), including protection from any penalty or disability incurred or apprehended or from any action or proceedings of a disciplinary, civil or criminal nature, whether or not already instituted;
- (e) the exercise or forbearance from the exercise of any right or any power or duty; and
- (f) any offer, undertaking or promise, whether conditional or unconditional, of any advantage within the meaning of any of the preceding paragraphs (a), (b), (c), (d) and (e).

but does not include an election donation within the meaning of the Elections (Corrupt and Illegal Conduct) Ordinance (Cap 554), particulars of which are included in an election return in accordance with that Ordinance.

Definition of Entertainment (Section 2)

The provision of food or drink, for consumption on the occasion when it is provided, and of any other entertainment connected with, or provided at the same time as, such provisions.

Section 19 – Custom not to be a defence

In any proceedings for an offence under the Ordinance, it shall not be a defence to show that any such advantage as is mentioned in the Ordinance is customary in any profession, trade, vocation or calling.



董事局及委員會成員紀律守則

引言

中國香港體適能總會致力以誠信、正直和公平的原則，執行本總會事務。為了維持公眾信心及保障公眾利益，董事局、執行委員會和專責委員會成員須秉公處理一切事務，確保總會不會因為不誠實、失當或貪污的行為而聲譽受損。因此，所有成員必須嚴格遵守本守則內載列的行為標準。

一般標準

1. 委員會成員應確保本身的行為不會損害總會的聲譽。
2. 委員會成員無論在任何時間或在任何方面，均不得做出任何可能危及或損害其個人誠信、公正性、客觀態度或履行委員會職務的能力的事情。
3. 委員會成員應遵守總會的常規與程序，或總會就委員會成員執行會務所訂的任何規例及命令之條文及其精神。

接受利益

A. 委員會成員因公職身分獲贈禮物/紀念品

1. 委員會成員因公職身分獲贈的禮物/紀念品（例如委員會成員因其公職身分或代表委員會出席主禮儀式所獲贈的禮物/紀念品），應當視作給予委員會的饋贈。
2. 委員會成員應按照所訂的程序，處理在上述情況所接受的禮物/紀念品。

B. 委員會成員因公職身分獲得資助

1. 委員會成員可能因其董事身分獲其他人士/機構資助進行公務，例如參加本地/海外會議、產品試用活動等；該等資助應當視作提供予委員會的資助，並交由委員會考慮是否接受。
2. 委員會應根據下列一般性原則，考慮應否接受資助：
 - i. 所接受的資助須符合總會的整體利益，亦不會令總會蒙羞；
 - ii. 委員會不會感到不得不給予提供者優待或方便，以作回報；及
 - iii. 接受資助不會引起確實或被視為利益衝突的情況（例如提供者是競投委員會合約的供應商/承包商）。
3. 委員會如決定接受資助，應挑選合適的成員代表委員會出席受資助的活動。

C. 委員會成員因私人身分接受利益

1. 如委員會成員因私人身分接受利益，則只可在下列情況考慮接受 —
 - i. 接受利益不會影響其履行作為委員會成員的職務；及
 - ii. 委員會成員不會感到不得不在公事上給予提供者優待或方便，以作

回報。

2. 如委員會成員感到難以避免在公事上給予提供者優待或方便，以作回報，便須拒絕接受利益。
3. 若委員會成員對是否接受利益存有疑問，最好先進行「陽光測試#」及徵詢委員會主席/秘書的意見。(在陽光測試中，當事人應自問可否毫無保留地公開談論接受利益一事，如自己也對此感到不安，即代表事件可能有違公眾一般所接受的道德標準。)

接受款待

委員會成員不應接受任何與委員會有公事往來的人士/機構過於奢華或頻密的款待，以免在考慮與這些人士/機構相關的事宜或提供意見時，出現尷尬或失去客觀立場。

提供利益

委員會成員在執行總會事務時，不得直接或間接經第三者向另一間公司或機構的任何董事或僱員，或任何公職人員提供利益，以影響該人士或公司在其業務上的決定。

利益衝突

A. 定義

利益衝突指委員會成員的私人利益與總會的利益出現矛盾或衝突。「私人利益」泛指成員本身及與其相關的人士（包括家人及親屬、私交友好、所屬會社及社團和他欠下恩惠或人情的任何人士）的財務和個人利益。

B. 處理利益衝突

委員會成員須避免任何會導致利益衝突或被視為有利益衝突（即私人利益與總會的利益有所衝突）的情況。委員會成員亦不得利用其公職身分或在執行職務期間所取得的資料，為自己、親屬或其他與他有私人或社交關係的人士謀取利益，並應避免任何會導致實際或被視為利益衝突的情況。若委員會成員未能避免或申報利益衝突情況，可能會被指偏私、濫權，甚至貪污。因此，委員會成員須遵守有關申報利益的指引。

C. 委員會成員競投總會合約

委員會成員原則上應避免以個人名義，與總會簽訂任何提供貨物或服務的商業合約，以防遭人質疑委員會成員利用公職從總會謀取私利。如競投合約實屬無可避免，委員會成員須遵守有關規管競投總會合約時可能出現利益衝突的指引。

使用機密或獨有資料

1. 委員會成員不得利用因其身分而取得的機密或獨有資料謀取私利，或讓任何

人士或機構從中得益。

2. 委員會成員不得在未獲授權的情況下，向任何人士披露總會的機密或獨有資料。

資金運用

1. 委員會成員須以審慎、負責的態度運用總會所有資金，以保障總會的利益。在批准撥款予任何計劃/活動/開支項目時，須確保有關項目適用於撥款範圍，並能達致撥款的目的。
2. 委員會成員須確保採購貨物/服務及招聘總會職員的程序公開、公平、具競爭性。

濫用委員會成員身分

委員會成員不得濫用其公職身分，以圖為個人或他人謀取利益或優待任何人士/機構。

附件

《防止賄賂條例》 (香港法例第201章) 節錄

第9條 - 代理人的貪污交易

- (1) 任何代理人無合法權限或合理辯解，索取或接受任何利益，作為他作出以下行為的誘因或報酬，或由於他作出以下行為而索取或接受任何利益，即屬犯罪 —
 - (a) 作出或不作出，或曾經作出或不作出任何與其主事人的事務或業務有關的作為；或
 - (b) 在與其主事人的事務或業務有關的事上對任何人予以或不予，或曾經予以或不予優待或虧待。
- (2) 任何人無合法權限或合理辯解，向任何代理人提供任何利益，作為該代理人作出以下行為的誘因或報酬，或由於該代理人作出以下行為而向他提供任何利益，即屬犯罪 —
 - (a) 作出或不作出，或曾經作出或不作出任何與其主事人的事務或業務有關的作為；或
 - (b) 在與其主事人的事務或業務有關的事上對任何人予以或不予，或曾經予以或不予優待或虧待。
- (3) 任何代理人意圖欺騙主事人而使用如下所述的任何收據、帳目或其他文件，即屬犯罪 —
 - (a) 對其主事人有利害關係；及
 - (b) 在要項上載有虛假、錯誤或欠妥的陳述；及
 - (c) 該代理人明知是意圖用以誤導其主事人者。
- (4) 代理人如有其主事人的許可而索取或接受任何利益，而該項許可符合第(5)款的規定，則該代理人及提供該利益的人均不算犯第(1)或(2)款所訂罪行。

(5) 就第(4)款而言，該許可 —

- (a) 須在提供、索取或接受該利益之前給予；或
- (b) 在該利益未經事先許可而已提供或接受的情況下，須於該利益提供或接受之後在合理可能範圍內盡早申請及給予，

同時，主事人在給予該許可之前須顧及申請的有關情況，該許可方具有第(4)款所訂效力。

利益的定義（第2條）

「利益」指：

- (a) 任何饋贈、貸款、費用、報酬或佣金，其形式為金錢、任何有價證券或任何種類其他財產或財產權益；
- (b) 任何職位、受僱工作或合約；
- (c) 將任何貸款、義務或其他法律責任全部或部分予以支付、免卻、解除或了結；
- (d) 任何其他服務或優待（款待除外），包括維護使免受已招致或料將招致的懲罰或資格喪失，或維護使免遭採取紀律、民事或刑事上的行動或程序，不論該行動或程序是否已經提出；
- (e) 行使或不行使任何權利、權力或職責；及
- (f) 有條件或無條件提供、承諾給予或答應給予上文(a)、(b)、(c)、(d)及(e)段所指的任何利益，

但不包括《選舉（舞弊及非法行為）條例》（第554章）所指的選舉捐贈，而該項捐贈的詳情是已按照該條例的規定載於選舉申報書內的。

款待的定義（第2條）

「款待」指供應在當場享用的食物或飲品，以及任何與此項供應有關或同時提供的其他款待。

第19條 - 習慣不能作為免責辯護

在因本條例所訂罪行而進行的任何法律程序中，即使顯示本條例所提及的利益對任何專業、行業、職業或事業而言已成習慣，亦不屬免責辯護。